

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

**EOD OCT 10 2003**  
**FILED**  
UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
**OCT 09 2003**  
KENNETH S. GARDNER, CLERK  
PS REP. - DR

In re: ) Chapter 11  
)  
CONSECO, INC., et al., ) Case No. 02 B 49672  
) (Jointly Administered)  
Debtors. )  
) Hon. Carol A. Doyle  
) **Objection Deadline: December 1, 2003**  
) **Hearing Date: February 4, 2004, 11:00 a.m.**

**NOTICE OF FILING OF FINAL APPLICATION AND EXPENSE  
STATEMENT OF RAYMOND JAMES & ASSOCIATES, INC. AS  
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF  
TRUST ORIGINATED PREFERRED DEBT HOLDERS FOR  
PERIOD JANUARY 3, 2003 THROUGH SEPTEMBER 10, 2003**

TO: PLEASE SEE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that on Thursday, October 9, 2003, we filed with the Clerk of the United States Bankruptcy Court for the Northern District of Illinois Eastern Division, the **Final Application and Expense Statement of Raymond James & Associates, Inc. As Financial Advisor to the Official Committee of Trust Originated Preferred Debt Holders for the Period January 3, 2003 Through September 10, 2003** (the "Application"). Copies of the Application are available for viewing at the office of the Clerk of the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, 209 S. Dearborn Street, 7<sup>th</sup> Floor, Chicago, Illinois 60604. A copy of the Application may also be obtained by contacting the undersigned.

PLEASE TAKE FURTHER NOTICE that for the period January 3, 2003 through September 10, 2003, Raymond James & Associates, Inc. seeks final allowance of compensation in the amount of \$2,550,000.00 and reimbursement of actual and necessary expenses in the amount of \$20,291.19, for a total of \$2,570,291.19.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be filed and served by the objection deadline set forth above. Any timely filed objection must be

served upon Rajinder Singh, Raymond James & Associates, Inc., 250 Park Ave., 2<sup>nd</sup> Floor, New York, NY 10177 and all parties on the Service List attached hereto.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 9, 2003

Official Committee of Trust Originated Preferred  
Debt Holders

By: Catherine Steege  
One of Its Attorneys

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**CERTIFICATE OF SERVICE**

I, Catherine Steege, certify that I caused a copy of the foregoing **Notice of Filing of Final Application and Expense Statement of Raymond James & Associates, Inc. As Financial Advisor to the Official Committee of Trust Originated Preferred Debt Holders for the Period January 3, 2003 Through September 10, 2003** to be served upon counsel of record and those individuals listed on the attached Service Lists by facsimile, e-mail or U.S. Mail, as indicated, on October 9, 2003.

  
\_\_\_\_\_  
Catherine Steege

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

EOD OCT 10 2003

IN RE: ) Chapter 11  
)  
Conseco, Inc., et al. ) Case No. 02-49672  
) (Jointly Administered)  
) Honorable Carol A. Doyle  
Debtors. )

**FINAL FEE APPLICATION AND EXPENSE STATEMENT OF  
RAYMOND JAMES & ASSOCIATES, INC. AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF TRUST  
ORIGINATED PREFERRED DEBT HOLDERS FOR THE PERIOD  
JANUARY 3, 2003 THROUGH SEPTEMBER 10, 2003**

Pursuant to sections 328 and 330 of title 11 of the United States Code, 11 U.S.C. §101 – 1303 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Court’s December 17, 2002 Administrative Order under 11 U.S.C. sections 105(a) and 331 [Docket No. 120], and the Court’s January 2, 2003 Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [ECF No. 284], (collectively the “Administrative Orders”), Raymond James & Associates, Inc. (“Raymond James”) respectfully submits this statement seeking final approval of the fees and reimbursement of expenses incurred by Raymond James for the period of January 3, 2003 through September 10, 2003, for the professional services rendered as financial advisor to the Official Committee of Conseco Trust Originated Preferred Debt Holders (the “TOPR’s Committee”).

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS

OCT 09 2003

KENNETH S. GARDNER, CLERK  
PS REP. - DR



## BACKGROUND

1. On December 17, 2002 (the "Petition Date"), the Debtors commenced these bankruptcy cases by filing their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession.

2. On January 3, 2003, the Office of the United States Trustee for the Northern District of Illinois appointed the TOPR's Committee. The members of the TOPR's Committee are: United Capital Markets, Oppenheimer Capital, and Paul Floto. The TOPR's Committee represents the interests of creditors whose claims in the aggregate amount to approximately \$2.1 billion.

3. Following its appointment, the TOPR's Committee selected Raymond James & Associates to serve as its financial advisor in these cases.

4. On February 19, 2003, the Court entered an order, authorizing the TOPR's Committee to employ Raymond James as financial advisor pursuant to sections 328(a) and 1103 of the Bankruptcy Code retroactive to January 3, 2003. (Exhibit A; ECF No. 1414).

### ALLOWANCE OF MONTHLY FEE AND SUCCESS FEE

5. Pursuant to the February 12, 2003 amended engagement letter by and between Raymond James and the TOPR's Committee (the "RJ Retention Letter") and the Court's February 19, 2003 Order authorizing the retention of Raymond James as financial advisors to the TOPR's Committee (the "RJ Retention Order"), Raymond James requests the final allowance of \$2,550,000 representing (i) the flat monthly fee of \$175,000.00 as compensation for the services provided to the TOPR's Committee for the period from January 3, 2003 through August 31, 2003; (ii) the prorated monthly fee for the period of September 1, 2003 through September 10,

2003; and (iii) the success fee (the "Success Fee") approved by the Court as part of RJ Retention Order and RJ Retention Letter.

6. Pursuant to the RJ Retention Order the maximum Success Fee totals \$1,500,000.00. Pursuant to the RJ Retention Order, the maximum Success Fee is to be paid on the Effective Date and is to be reduced for each \$175,000 Monthly Fee paid to Raymond James subsequent to June, 2003. In this case the Success Fee is to be reduced by \$408,333.33 (July through September fees) to \$1,091,666.67.

7. The Monthly Fee Applications filed by Raymond James' are attached hereto as Exhibits "B-1" through "B-8". An additional invoice, detailing the actual, necessary expenses of Raymond James for the period September 1, 2003 through September 10, 2003 is attached hereto as Exhibit "B-9".

#### ACTUAL AND NECESSARY EXPENSES

8. By this Final Application Raymond James also requests the allowance of \$20,291.19 as reimbursement for the actual and necessary expenses incurred by Raymond James for the period January 3, 2003 through September 10, 2003, while representing the TOPR's Committee. The detail supporting the actual and necessary expenses incurred by Raymond James over the fee period are attached to Raymond James' Monthly Fee Applications. The expenses incurred were actual and necessary to Raymond James' representation of the TOPR's Committee.

#### SERVICES PROVIDED

9. Raymond James provided a wide range of financial services to the TOPR's Committee during the period January 3, 2003 through September 10, 2003, including but not limited to:

Analyzed the business, operations, properties, financial condition and prospects of the Debtors and the Debtors' Affiliates;

Monitored the Debtors' and the Debtors Affiliates' activities regarding cash expenditures, receivable collections, asset sales and projected cash requirements, and general business operations;

Reviewed, analyzed and advised the TOPR's Committee with respect to any and all key employee retention plan(s) for the Debtors and/or the Debtors' Affiliates;

Managed or assisted with the investigation of the pre-petition acts, conduct, property, liabilities and financial condition of the Debtors and the Debtors' Affiliates, their management, or creditors, including the operation of the Debtors' and the Debtors' Affiliates' businesses;

Reviewed the business plans prepared by the Debtors and the Debtors' Affiliates or their consultants;

Prepared presentations to the TOPR's Committee that provide analysis and updates on diligence performed;

Assisted and advised the TOPR's Committee in evaluating and analyzing the proposed plan of reorganization;

Assisted the TOPR's Committee in evaluating and analyzing the Debtors' proposed sale of Conscco Finance Corporation;

Assisted the TOPR's Committee, in identifying potential financing sources for a recapitalization; and

Provided the TOPR's Committee with other and further financial advisory services including valuation advice, general restructuring advice, and advice with respect to the financial, business and economic issues which have arisen during the course of these Chapter 11 cases.

Assisted the TOPR's Committee with settlement discussions and negotiations and evaluated and analyzed the various settlement proposals submitted by the parties.

10. All of the services for which compensation is requested by Raymond James were performed for or on behalf of the TOPR's Committee.

11. The affidavit of Raj Singh, a Vice President at Raymond James, in support of this Monthly Fee Application is attached hereto as **Exhibit C**.

WHEREFORE, Raymond James respectfully requests that the Court enter an

Order:

(i) granting the Application and finally allowing under 11 U.S.C. §§328 and 330, compensation in the amount of \$ 2,550,000 for professional services rendered by Raymond James to the TOPR's Committee for the period from January 3, 2003 through and including September 10, 2003;

(ii) granting the Application and finally allowing the reimbursement of actual and necessary costs and expenses incurred by Raymond James in the amount of \$20,291.19 for the period from January 3, 2003 through and including September 10, 2003;

(iii) directing the Reorganized Debtors to pay to Raymond James the sum of \$ 1,605,000, which constitutes the difference between the total amount of compensation requested (\$2,550,000) and the amounts previously paid to Raymond James by the Debtors to date (\$945,000);

(iv) directing the Reorganized Debtors to pay to Raymond James the sum of \$4,831.58 in unpaid actual and necessary expenses and costs incurred by Raymond James in these cases, which constitutes the difference between the total amount of expenses requested (\$20,291.19) and the amounts paid to Raymond James by the Debtors to date (\$15,459.61); ; and

(iii) granting such other and further relief as this Court deems necessary and just.

Dated: October 9, 2003

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